FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: L93190MH1985PLC035078 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AACCR3663B

(ii) (a) Name of the company: ROSE MERC LIMITED

(b) Registered office address

15/B/4, New Sion CHS SIES College, Behind D Mart, Sion West
Sion
Mumbai
Mumbai
Maharashtra

(c) *e-mail ID of the company: IN*********RC.IN

(d) *Telephone number with STD code: 02*******97

(e) Website: www.rosemerc.in

(iii) Date of Incorporation: 16/01/1985

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (•) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent U67190MH1999PTC118368 Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 30/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ABACA CARE PRIVATE LIMITED	U86901MH2023PTC403100	Subsidiary	51
2	OUTCRY MEDIA SOLUTIONS PF	U74999MH2020PTC342364	Subsidiary	46.67

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	4,431,766	4,431,766	4,431,766
Total amount of equity shares (in Rupees)	150,000,000	44,317,660	44,317,660	44,317,660

Number of classes: 1

Class of Shares Equity Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	15,000,000	4,431,766	4,431,766	4,431,766
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	44,317,660	44,317,660	44,317,660

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	99,465	2,016,535	2116000	21,160,000	21,160,00(	
Increase during the year	0	767,500	767500	23,161,660	23,161,66(	37,450,000
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	767,500	767500	7,675,000	7,675,000	37,450,000
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Conversion of Warrants				15,486,660	15,486,66(	
Decrease during the year	0	0	0	4,000	4,000	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Demat of Shares				4,000	4,000	
At the end of the year	99,465	2,784,035	2883500	44,317,660	44,317,66(	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify NA				0	0	
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify NA				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company: INE649C01012

(ii) Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media] ○ Yes ◉ No ○ Not Applicable

Separate sheet attached for details of transfers ◉ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	**Number of units**	**Nominal value per unit**	**Total value**
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible Warrants	2,421,270	10	24,212,700	2.5	6,053,175
Total	2,421,270		24,212,700		6,053,175

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 29,731,000

(ii) Net worth of the Company 188,543,084.25

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,200	0.16	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	7,200	0.16	0	0

Total number of shareholders (promoters) 1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,273,235	96.42	0	
	(ii) Non-resident Indian (NRI)	2,996	0.07	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	148,335	3.35	0	
10.	Others	0	0	0	
	Total	4,424,566	99.84	0	0

Total number of shareholders (other than promoters) 802

Total number of shareholders (Promoters+Public/ Other than promoters) 803

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	684	802
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	1	0	1	0	0.16	0
B. Non-Promoter	2	4	3	7	11.28	1.21
(i) Non-Independent	2	1	3	2	11.28	0.02
(ii) Independent	0	3	0	5	0	1.19
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	4	4	7	11.44	1.21

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KIRTI CHUNILAL SAVI	02003878	Managing Director	7,200	
NOORUDDIN MOHAM	09660481	Whole-time directo	0	
SHEKHAR MENNON	02262964	Director	0	
VIVEK SHANKAR PAF	10064277	Director	0	
VAISHALI PARKAR KI	09159108	Whole-time directo	475,000	
VAISHALI PARKAR KI	AMHPP4907G	CFO	475,000	
PURVESH KRISHNA S	09838204	Director	0	
SONU SURJIT VASAN	09133175	Director	1,000	
AVINASH MADHAV S(	10101936	Director	0	
SUMANT BHARGAV G	10199204	Director	0	
UDAY DAMODAR TAF	00205409	Director	50,000	
OMPRAKASH BRIJNA	07204004	Director	0	
PURVA JHANWAR	CDLPB4005N	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 18

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Anant Balkrishna Mc	AHQPM3358J	CFO	01/12/2023	Cessation
Mahashweta Pamna	CANPP3960P	Company Secretary	06/04/2023	Appointment
OMPRAKASH BRIJI	07204004	Director	14/03/2024	Change in designation
Anant Balkrishna Mc	AHQPM3358J	CFO	06/04/2023	Appointment
PURVESH KRISHN/	09838204	Director	09/04/2023	Change in designation
SONU SURJIT VAS/	09133175	Director	09/04/2023	Change in designation
VIVEK SHANKAR P	10064277	Director	09/04/2023	Change in designation
AVINASH MADHAV	10101936	Director	13/04/2023	Appointment
VAISHALI PARKAR	09159108	Additional director	02/05/2023	Change in designation
UDAY DAMODAR T	00205409	Director	19/06/2023	Appointment
OMPRAKASH BRIJI	07204004	Director	19/06/2023	Appointment
VAISHALI PARKAR	09159108	Director	03/08/2023	Change in designation
AVINASH MADHAV	10101936	Director	03/08/2023	Change in designation
OMPRAKASH BRIJI	07204004	Director	03/08/2023	Change in designation
UDAY DAMODAR T	00205409	Director	03/08/2023	Change in designation
Mahashweta Pamna	CANPP3960P	Company Secretary	11/08/2023	Cessation
VAISHALI PARKAR	09159108	Director	14/03/2024	Change in designation
PURVA JHANWAR	CDLPB4005N	Company Secretary	02/11/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held: 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	03/08/2023	671	13	1.94

B. BOARD MEETINGS

*Number of meetings held 20

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/04/2023	6	6	100
2	13/04/2023	6	6	100
3	02/05/2023	8	8	100
4	04/05/2023	8	8	100
5	29/05/2023	8	8	100
6	19/06/2023	8	8	100
7	07/07/2023	10	10	100
8	14/08/2023	10	10	100
9	16/10/2023	10	10	100
10	02/11/2023	11	11	100
11	10/11/2023	11	11	100
12	01/12/2023	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held 32

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	06/04/2023	3	3	100
2	Audit Committ	29/05/2023	3	3	100
3	Audit Committ	14/08/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committ	10/11/2023	3	3	100
5	Audit Committ	01/12/2023	3	3	100
6	Audit Committ	14/02/2024	3	3	100
7	Nomination an	06/04/2023	3	3	100
8	Nomination an	13/04/2023	3	3	100
9	Nomination an	02/05/2023	3	3	100
10	Nomination an	19/06/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2024 (Y/N/NA)
1	KIRTI CHUNIL	20	20	100	0	0	0	No
2	NOORUDDIN	20	20	100	20	20	100	No
3	SHEKHAR ME	20	20	100	32	32	100	Yes
4	VIVEK SHANK	20	20	100	0	0	0	No
5	VAISHALI PAI	17	17	100	3	3	100	Yes
6	PURVESH KR	20	20	100	32	32	100	Yes
7	SONU SURJIT	20	20	100	9	9	100	No
8	AVINASH MAI	18	18	100	0	0	0	No
9	SUMANT BHA	11	11	100	0	0	0	No
10	UDAY DAMOI	14	14	100	0	0	0	Yes
11	OMPRAKASH	14	14	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KIRTI CHUNILAL S	Managing Direct	120,000	0	0	0	120,000
2	NOORUDDIN MOH	Whole-time dire	300,000	0	0	0	300,000
	Total		420,000	0	0	0	420,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered 4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VAISHALI PARKAR	Executive Direct	100,000	0	0	0	100,000
2	Anant Balkrishna M	CFO	200,000	0	0	0	200,000
3	Mahashweta Pamn	Company Secre	48,605	0	0	0	48,605
4	PURVA JHANWAR	Company Secre	72,000	0	0	0	72,000
	Total		420,605	0	0	0	420,605

Number of other directors whose remuneration details to be entered 8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHEKHAR MENNO	Independent Dir	0	0	0	200,000	200,000
2	VAISHALI PARKAR	Executive Direct	250,000	0	0	0	250,000
3	VIVEK SHANKAR F	Executive Direct	600,000	0	0	0	600,000
4	PURVESH KRISHN	Independent Dir	0	0	0	200,000	200,000
5	SONU SURJIT VAS	Non-Executive D	0	0	0	200,000	200,000
6	AVINASH MADHAV	Independent Dir	0	0	0	200,000	200,000
7	UDAY DAMODAR T	Independent Dir	0	0	0	200,000	200,000
8	OMPRAKASH BRIJ	Independent Dir	0	0	0	200,000	200,000
	Total		850,000	0	0	1,200,000	2,050,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: Deepak Rane

Whether associate or fellow: ◉ Associate ○ Fellow

Certificate of practice number: 8717

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 01 dated 29/08/2024 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: VAISHALI PARKAR KUMAR — Digitally signed by VAISHALI PARKAR KUMAR Date: 2024.11.28 20:27:28 +05'30'

DIN of the director: 0*1*9*0*

To be digitally signed by PURVA JHANWAR — Digitally signed by PURVA JHANWAR Date: 2024.11.28 20:27:54 +05'30'

◉ Company Secretary

○ Company secretary in practice

Membership number: 4*1*0

Certificate of practice number:

Attachments

1. List of share holders, debenture holders — Attach
2. Approval letter for extension of AGM; — Attach
3. Copy of MGT-8; — Attach
4. Optional Attachement(s), if any — Attach

List of attachments

RML_List of Shareholders_31032024.pdf
RML_Details of Transfers_31032024.pdf
RML_BM Dates.pdf
RML_Committee Meeting Dates.pdf
RML_Postal Ballot Dates.pdf
RML_MGT-8_2023-24.pdf
Declaration on Changes in KMP.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company